

No. of Company: 2537077

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES
OF ASSOCIATION

THE DOOR & HARDWARE FEDERATION

INCORPORATED AS THE DOOR & SHUTTER MANUFACTURERS' ASSOCIATION ON
5 SEPTEMBER 1990

NAME CHANGED TO THE DOOR & HARDWARE FEDERATION BY SPECIAL
RESOLUTION ON 30 SEPTEMBER 2004

AMENDED BY SPECIAL RESOLUTION ON 18 MARCH 2021

Registered office:

The Barn, Shuttington Fields Farm
Tamworth
Staffs
B79 0HA

Telephone: 01827 52337

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

The Door & Hardware Federation

1. The name of the Company (hereinafter called "the Association") is
"THE DOOR & HARDWARE FEDERATION"
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are to:-
 - (a) enable manufacturers and those associated with the manufacture or servicing of doors, shutters, gates, barriers, building hardware and products associated with any of the foregoing in the United Kingdom to discuss common problems and to take such action as may be for the welfare and common good of the membership and of the industry
 - (b) promote and encourage amongst the membership technical and business competence and professional integrity in conduct and trading
 - (c) promote such services as may appear to be for the benefit of members generally
 - (d) promote and encourage the trade of members by whatever means may from time to time appear to be appropriate
 - (e) represent members in their individual and collective capacities and to safeguard their interest in regard to existing or proposed legislation, dealings with Government Departments, professional and trade organisations, nationalised undertakings and other public or private bodies
 - (f) do all things as may appear to be conducive to the attainment of the aforementioned objects or any of them.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- (a) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections.
- (b) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (c) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (d) To borrow or raise money on such terms and on such security as may be thought fit.
- (e) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (f) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (g) To promote either alone or in association with others and to meet or contribute towards the cost of any wholly or partly owned subsidiary company with limited liability where such provision is in furtherance of or incidental to the said objects or any of them
- (h) To do all such things as are incidental to the attainment or furtherance of the said objects or any of them

PROVIDED THAT :

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations or employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Executive Committee or Governing Body, but they shall as regards such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association;
 - (b) of interest at a rate not exceeding 3 per cent per annum over Barclays Bank PLC's base lending rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee or Governing Body;
 - (c) to any members of its Executive Committee or Governing Body of out-of-pocket expenses;
 - (d) to a company of which a member of the Association of its Executive Committee or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £50.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

For and on behalf of HORMANN (UK) LIMITED whose registered office is at Ashville Trading Estate, Whetstone, Leicester

COLLIN NORMAN MILLER

For and on behalf of LYCETTS (BURSLEM) LTD whose registered office is at Glendale Street, Burslem, Stoke on Trent, ST6 2EP

MICHAEL FRANK LYCETT

Dated this 21 June 1990

Witness to the above signatures:

Miss Kay Scattergood

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF

The Door & Hardware Federation

(Annotated)

GENERAL
(Unchanged)

1. In these Presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :

WORDS

MEANINGS

The Act	The Companies Act 1985
The Statutes	The Companies Act 1985, and every other Act for the time being in force concerning joint stock companies and affecting the Federation.
These Presents	These Articles of Association, and the regulations of the Federation from time to time.
The Executive Committee	The Executive Committee for the time being of the Federation
the Federation	shall mean the Company
The Office	The registered office of the Federation
The Seal	The common seal of the Federation
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month

In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Board	the board of Directors for the time being of the Federation
Director	the directors for the time being of the Federation

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine and the neuter genders, and

Words importing persons shall include corporations and companies and vice versa.

Subject as aforesaid any words or expressions defined in the Statues shall, if not inconsistent with the subject or context, bear the same meanings in these Presents.

2. The provisions of section 352 and 353 of the Act shall be observed by the Federation, and every member of the Federation shall either sign a written consent to become a member or sign the register of members on becoming a member.
3. The Federation is established for the purposes expressed in the Memorandum of Association.
4. The subscribers to the memorandum of Association and such other persons as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Federation.

MEMBERSHIP (Unchanged)

5. To be eligible for membership, the applicant must be carrying on a business including any of the following activities: manufacture; installation; repair; maintenance; marketing; component supply; testing; certification; other professional advice or service in relation to any of the following products: doors, shutters, gates, barriers, building hardware and products associated with any of the foregoing.
6. All applications for membership shall be made to the Executive Committee in the proper form as prescribed by the Executive Committee.
7. Upon applying for membership an applicant which is a company (other than a company whose shares are quoted on a recognised stock exchange or dealt with on the unlisted Securities Market) shall provide such details as the Executive Committee shall decide as to the ownership of its share capital. If after election to membership there shall be any change in the name or ownership of a member that is to say.
 - (a) In the case of a company (other than as before mentioned) a transaction resulting in the beneficial interest in 30% or more of the issued share capital of that company or 30% or more of any class of share capital passing from one or more persons to another person or persons

- (b) in the case of a partnership the admission of a new partner or the retirement of an existing partner
- (c) in the case of a sole trader the disposal of the whole or part amounting to 30% or more of the value of the assets and undertaking of the business

Then such member concerned shall notify the Secretary of such events with the relevant details within 30 days of the event giving rise to the change of ownership.

The Executive Committee shall at its next meeting after notification review the member's continuing eligibility.

- 8. The Secretary shall be entitled to seek from any member such information as he considers desirable to ensure compliance with the clauses relating to eligibility for membership of the Federation and the Federation's codes of conduct for the time being in force and such member shall provide such information as soon as practicable and on the basis of that information the Secretary may report to the Executive Committee who may proceed in such manner as these Presents provide. Any code of conduct shall be prepared by or on behalf of the Executive Committee and then put to a general meeting of the Federation for approval, thereafter to be implemented from the date of approval.
- 9. A member may withdraw from the Federation by giving six calendar months' notice from any date, in writing, to the Secretary of their intention to do so. On the expiry of such notice, the retiring member shall forfeit all benefits and interest in the funds of the Federation but shall be liable for all dues and responsibilities accrued up to the date of expiry.

SUBSCRIPTIONS

- 10. Each member shall pay on the 1st April each year a subscription as decided upon from time to time by the Board. Each new member shall pay an entrance fee as laid down from time to time by the Board. (Responsibility changed from AGM to Board)

FORFEITURE AND EXPULSION FROM MEMBERSHIP

(Unchanged)

- 11. If a member ceases to have the qualifications necessary for his membership category, or shall become bankrupt or compound with creditors or being a limited liability company shall go into liquidation whether voluntarily or compulsory, otherwise than for the purpose of reconstruction or amalgamation with another company, such member shall immediately be deemed to have forfeited membership of the Federation and all benefits and interests in the Federation, but shall be liable for all dues and responsibilities accrued up to the date of ceasing to be a member of the Federation.
- 12. (1) Any member of the Federation may be expelled where that member is in breach of these Articles or is otherwise conducting himself or his business in a manner likely to bring himself or the Federation or its membership into disrepute and a complaint to this effect is duly made in accordance with the following procedures:-
 - (a) The complaint must be submitted, in writing, by a member to the Secretary who shall inform the chairman who shall convene a meeting

of the special sub-committee to hear the complaint. The special sub-committee shall consist of three members of the Federation appointed by the Executive Committee for the purpose

- (b) Written notice of the hearing of the complaint by the special sub-committee together with a copy of the written complaint must be given to the members of the sub-committee and the member concerned not less than 28 days before the date fixed for hearing of the complaint.
 - (c) The member shall be informed of and given the opportunity to inspect all documentary evidence and exhibits to be submitted to the sub-committee.
 - (d) The member shall have the right to make written or verbal representations to the hearing and to be represented by any person of his choice.
 - (e) No member of the sub-committee hearing the matter shall have been involved in the complaint or in its submission to the Secretary.
 - (f) The decision of the sub-committee to uphold a complaint must be carried by a two-thirds majority of the members attending the meeting and should there not be such a majority, then the complaint shall be considered as not substantiated.
 - (g) The member may appeal against the decision of the sub-committee by giving notice to the Secretary within 10 days of the notification to the member of the result of the hearing. The appeal shall be heard by the Executive Committee of the Federation in accordance with the above procedure. The decision of the Executive Committee shall be by simple majority of those attending the meeting and shall be final. No member may serve on both the sub-committee and the Executive Committee hearing the same complaint.
- (2) Any member the whole or any part of whose subscription or entrance fee shall be three months or more in arrears shall retire from membership if requested to do so by the Executive Committee and his name shall be removed from the Register or Members but without prejudice to all liability accrued due at the date of retirement.

GENERAL MEETING

(All the references in articles 13 to 20 to "the Board" were previously "Executive Committee")

13. The Federation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notice calling it, provided that every Annual General meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Federation holds its First Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
14. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

15. The Board may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitioner, as provided by Section 368 of the Act.
16. Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such person (including the Auditors) as are under these Presents or under the Act entitled to receive such notices from the Federation, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting maybe convened by such notice as those members may think fit.
17. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS (UNCHANGED)

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the appointment of Directors of the Board in the place of those retiring (if any is necessary), the appointment of, and the fixing of the remuneration of, the Auditors and the fixing of the annual subscription and entrance fee.
19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided six members personally present shall be a quorum.

If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine.
20. The Chairman of the Federation shall preside as Chairman at every General Meeting, or the Vice Chairman but if there be no such Chairman or Vice Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Federation who shall be present to preside.
21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or

more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. At any General Meeting, a resolution put to the vote of the meeting shall be decided by show of hands in accordance with Article 28(1) unless voting by subscription is before or upon the declaration of the result of the vote in accordance with Article 28(1) demanded by the Chairman or by at least two members present in person or by proxy or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting pursuant to Article 28(1) and unless voting by subscription be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a vote by subscription may be withdrawn.
23. Subject to the provisions of Article 28, if a vote by subscription be demanded in manner aforesaid, it shall be taken at such time and place and in such manner, as the Chairman of the meeting shall direct, and the result of the vote by subscription shall be deemed to be the resolution of the meeting at which the vote by subscription was demanded.
24. No vote by subscription shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
25. In the case of an equality of votes, whether on a show of hands or on a vote by subscription, the Chairman of the meeting shall be entitled to an additional or casting vote.
26. The demand for a vote by subscription shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a vote by subscription has been demanded.
27. Subject to the provisions of the statutes a resolution in writing signed by all the members for the time being entitled to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Federation duly convened and held.

VOTES OF MEMBERS

(Unchanged)

28. (i) Subject as hereinafter provided only members shall be entitled to vote at any meeting of the Federation and each member shall be entitled to exercise one vote.

(ii) When voting by subscription is demanded under Article 22 such voting shall be in accordance with the scale of voting approved and authorised from time to time by the Federation in general meeting.
29. Save as herein expressly provided, no member other than a Full Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Federation in respect of his membership, shall be entitled

to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer duly authorised. A proxy need not be a member of the Company.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or the adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a vote by subscription not less than twenty-four hours before the time appointed for the taking of the vote by subscription, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is issued.
33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"I _____ ,
"of _____ ,
"a member of _____ ,
"hereby appoint _____ ,
"of _____ ,
"and failing him, _____ ,
"of _____ ,
"to vote for me and on my behalf at the (Annual or Extraordinary,
"or Adjourned, as the case may be) General Meeting of the _____ ,
"Federation to be held on the _____ day of _____ ,
"and at every adjournment thereof.

"As witness my hand this _____ day of _____ 20 "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a vote by subscription.

EXECUTIVE COMMITTEE

(This section has been simplified and reduced in length)

34. The Executive Committee shall consist of the members of the Board (ex officio) together with additional members co-opted from time to time according to the provisions of Article 35.
35. The Executive Committee may co-opt any qualified person or member of the Executive Committee for any specific purpose at any time (including between each

Annual General Meeting) and his/her co-option shall expire at the end of the year. The number of such co-options shall be subject to any limitation on numbers which may be decided from time to time by the Federation in General Meeting.

POWERS OF THE EXECUTIVE COMMITTEE

(This section has been simplified and reduced in length; sections covering proceedings of the committee and disqualification of members of the committee have been deleted)

36. The Executive Committee may exercise all such powers as are required to be exercised by them by these presents and all such powers as may be delegated to them by the Board and are not by the Statutes or by these presents required to be done by the Board or by the Federation in General Meeting.

SECRETARY

(unchanged)

37. (a) Subject to Section 13 (5) of the Act, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by it; provided always that no member of the Board may occupy the salaried position of secretary.
- (b) The Board shall ensure that adequate secretarial and administrative resources are available for the efficient conduct of the business of the Federation and for this purpose may in addition to appointing and remunerating a Secretary, also employ or retain such other professional or skilled persons firms or companies (such Secretary and persons firms or companies being referred to as "the Secretariat") upon such terms as to remuneration and otherwise as the Board shall consider proper.
38. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as, or in place of, the secretary.

THE SEAL

39. The seal of the Federation shall not be affixed to any instrument except by the authority of a resolution of the Board (~~was "Executive Committee"~~), and in the presence of at least two members of the Board and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

40. The Board (~~was "Executive Committee"~~) shall cause accounting records to be kept in accordance with the requirements of the Statutes.
41. The books of account shall be kept at the office, or, subject to the provisions of the statutes, at such other place or places as the Board (~~was "Executive Committee"~~)

shall think fit and shall always be open to the inspection of the officers of the Federation.

42. The Board (was "Executive Committee") shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection of members not being officers of the Federation and no member (not being an officer) shall have any right of inspecting any account or book or document of the Federation except as conferred by statute or authorised by the Board (was "Executive Committee") or by the Federation in General Meeting.
43. The Board (was "Executive Committee") shall from time to time in accordance with Sections 227 to 229 (inclusive) of the Act, cause to be prepared and to be laid before the Federation in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
44. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Federation in General Meeting, together with a copy of the auditor's report the Board's (was "Executive Committee's") report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Federation. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Federation is not aware or to more than one of the joint holders of any debentures.

AUDIT

45. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes. (reference to Executive Committee deleted)

NOTICES (UNCHANGED)

46. A notice may be served by the Federation upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
47. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Federation an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Federation.
48. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put in the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

INDEMNITY (UNCHANGED)

49. Members of the Board, the Executive Committee and the sub-committees and the Secretariat shall be indemnified out of the funds and assets of the Federation from and against all proceedings, losses, costs, damages and expenses which may be incurred or paid in relation to or for which they may be liable arising out of the

execution and carrying out of their duties offices or trusts provided that in carrying out those offices, duties or trusts, the proceedings, losses, costs, damages or expenses were not a consequence of gross negligence or dishonesty or wilful commission of any act known by the person concerned to be a breach of duty or breach of trust.

DISSOLUTION (UNCHANGED)

50. If upon the winding up or dissolution of the Federation there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Federation but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Federation, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Federation at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

DIRECTORS (NEW)

51. The number of Directors shall be subject to a maximum of eight and shall not be less than two.
52. A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

POWERS OF DIRECTORS (NEW)

53. Subject to these articles and any special resolution, the Directors shall be responsible for formulating overall strategies and policies for the Federation and may exercise all the powers of the Federation for that purpose. The day to day management of the Federation shall be managed by the Executive Committee in accordance with the Articles.
54. No alteration of the Articles or any special resolution shall invalidate any prior act of the Directors.
55. A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

APPOINTMENT OF DIRECTOR (NEW)

56. Any individual person who is willing to act as a Director, provided that are permitted by law to do so, may be appointed to be a Director by resolution of the Members at a General Meeting. No corporate bodies shall be appointed (or entitled to be appointed) as Directors of the Federation.

RETIREMENT OF DIRECTORS (NEW)

57. The term of office for each Director shall be three years, at the end of which they shall retire. A Director shall be eligible for reappointment at a General Meeting for further terms, each of three years.

DISQUALIFICATION AND REMOVAL OF DIRECTORS (NEW)

58. A Director shall cease to hold office if they
- (a) are removed by ordinary resolution of the Federation;
 - (b) are prohibited by law from being a Director;
 - (c) resign by written notice to the Federation, provided that at least two Directors will remain in office once the resignation takes effect;

CALLING A DIRECTORS' MEETING (NEW)

59. Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors.
60. Notice of a meeting of the Directors must be given to each Director but need not be in writing. The notice must specify:
- (a) the time, date and place of the meeting;
 - (b) the general particulars of the business to be considered at the meeting; and
 - (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

PARTICIPATION IN DIRECTORS' MEETINGS (NEW)

61. Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants. If all the Directors participating in the

meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

QUORUM FOR DIRECTORS' MEETINGS (NEW)

62. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, provided it shall not be less than two and, unless otherwise fixed, it is two. Where there is only one Director left in office, the quorum shall be one Director.

CHAIRMAN AND VICE-CHAIRMAN

(Content revised to take account of the new Board)

63. The Directors shall appoint one of their number as Chairman and one of their number as vice-chairman and may determine the length of term for which the Chairman and vice-chairman is to serve in that office, although that term may be renewed or extended with the agreement of the Board.

DECISION-MAKING BY DIRECTORS (NEW)

64. Any decision of the Directors must be a majority decision at a meeting.
65. Each Director has one vote on each matter to be decided, except for the chairman of the meeting who, in the event of an equality of votes, shall have a second or casting vote

DELEGATION TO EXECUTIVE COMMITTEE BY DIRECTORS AND CREATION OF CEO POST (NEW)

66. The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions of the Federation to the Executive Committee.
67. The Directors may appoint any person (including those persons that have had no previous affiliation with the Federation) and who is willing to act, as a Chief Executive Officer (CEO) for such term and at such salaried remuneration and on such conditions as the Directors see fit. The CEO supported by the Executive

Committee shall be responsible for managing the day to day operations and implementing the strategies adopted by the Board.

68. The CEO appointed pursuant to Article 67 shall chair the Executive Committee. In the absence of the CEO, the Chairman shall appoint a substitute to chair the Executive Committee.

DIRECTORS' REMUNERATION (NEW)

69. The Directors shall be entitled to such reasonable remuneration as the Board determines for their services to the Federation as directors, and for any other service which they undertake for the Federation.
70. The Federation may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Federation.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

For and on behalf of HORMANN (UK) LIMITED whose registered office is at Ashville Trading Estate, Whetstone, Leicester

COLIN NORMAN MILLER

For and on behalf of LYCETTS (BURSLEM) LTD whose registered office is at Glendale Street, Burslem, Stoke on Trent ST6 2EP

MICHAEL FRANK LYCETT

WITNESS to the above signature

Miss Kay Scattergood
